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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION.

- and -

PACIFIC GAS AND ELECTRIC COMPANY,

Debtors.

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**DECLARATION OF ROBB MCWILLIAMS
IN SUPPORT OF REORGANIZED
DEBTORS' TWENTY-NINTH OMNIBUS
OBJECTION TO CLAIMS (SATISFIED
CLAIMS)**

Response Deadline:
December 1, 2020, 4:00 p.m. (PT)

Hearing Information If Timely Response Made:

Date: December 15, 2020

Time: 10:00 a.m. (Pacific Time)

Place: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 I, Robb C. McWilliams, pursuant to section 1746 of title 28 of the United States Code, hereby
2 declare under penalty of perjury that the following is true and correct to the best of my knowledge,
3 information, and belief:

4 1. I am a Managing Director at the firm of AlixPartners, LLP (“**AlixPartners**”), which is
5 an affiliate of both AlixPartners, LLC and AP Services, LLC, (“**APS**”). APS was previously retained to
6 provide interim management services to PG&E Corporation and Pacific Gas and Electric Company, as
7 debtors and reorganized debtors (collectively, the “**Debtors**,” and as reorganized pursuant to the Plan,
8 the “**Reorganized Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). I
9 submit this Declaration in support of the *Reorganized Debtors’ Twenty-Ninth Omnibus Objection to
Claims (Satisfied Claims)* (the “**Omnibus Objection**”),¹ filed contemporaneously herewith.

10 2. In my current position, I am responsible for overseeing the Bankruptcy Case Management
11 component of AlixPartners’ assignment to assist the Reorganized Debtors with various matters related
12 to these Chapter 11 Cases. My area of responsibility includes the effort by AlixPartners, in coordination
13 with the Reorganized Debtors, to review and assess the validity of all claims asserted against the Debtors,
14 other than (a) Fire Claims and Subrogation Wildfire Claims and (b) providing limited support with
15 respect to Securities Claims. I am generally familiar with the Reorganized Debtors’ day-to-day
16 operations, financing arrangements, business affairs, and books and records. Except as otherwise
17 indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, the
18 knowledge of other APS professionals working under and alongside me on this matter, my discussions
19 with the Reorganized Debtors’ personnel, the Reorganized Debtors’ various other advisors and counsel,
20 and my review of relevant documents and information prepared by the Reorganized Debtors. If called
21 upon to testify, I would testify competently to the facts set forth in this Declaration. I am authorized to
22 submit this declaration on behalf of the Reorganized Debtors.
23

24 3. The AlixPartners team under my supervision has been actively and intimately involved
25 in the claims review and reconciliation process since shortly after the filing of these Chapter 11 Cases.
26 AlixPartners initially assisted the Debtors in the preparation of their bankruptcy schedules based on the
27

28 ¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in
the Omnibus Objections.

1 Debtors' books and records. As claims were filed, AlixPartners coordinated with the Debtors the process
2 of reconciling filed claims with the Debtors' schedules and books and records to determine the validity
3 of filed claims based on those schedules and books and records. AlixPartners has developed and
4 maintains a claims reconciliation database and various data management applications that are used by
5 the Reorganized Debtors and AlixPartners to identify both valid claims as well as claims that are not
6 valid in whole or in part and the appropriate grounds for objection to such claims. AlixPartners is now
7 supporting, and will continue to support, the efforts of the Reorganized Debtors and their counsel to
8 resolve disputed claims, including by formal objections as necessary.

9 4. As part of the claims review and reconciliation process described above, the AlixPartners
10 team, working with the Reorganized Debtors' personnel and other professionals, has identified a number
11 of filed and scheduled claims that have been fully paid—and thus completely satisfied and released—
12 prior to the commencement of or over the course of these Chapter 11 Cases. The Omnibus Objections
13 are directed to some of those claims—those specifically identified in Exhibit 1 to each Omnibus
14 Objection, in the column headed “Claims To Be Disallowed And/Or Expunged,” and referred to in the
15 Omnibus Objections as “Satisfied Claims.” Exhibit 1 to each Omnibus Objection was prepared by the
16 AlixPartners team under my overall supervision, and I am familiar with both documents, their contents,
17 and the process under which they were prepared.

18 5. Exhibit 1 to each Omnibus Objection also identifies in the “Basis for Objection” that the
19 Satisfied Claims are classified as either (a) “Cure Payments,” referring to Claims paid in their entirety
20 as a cure as part of the assumption of an executory contract or unexpired leased that was assumed on the
21 Effective Date pursuant to the Plan and Confirmation Order; (b) “Other Satisfied,” referring to claims
22 that have otherwise been satisfied prior to or during the pendency of these Chapter 11 Cases, in most
23 cases by payments pursuant to an order granting one of the Debtors’ first day motions; or (c) “Beneficial
24 Bondholder Claims,” which means that the Satisfied Claims were asserted by individual bondholders
25 and are redundant of claims held by (a) BOKF, NA, in its capacity as successor indenture trustee under
26 the Indentures dated as of (i) April 22, 2005 Supplementing, Amending and Restating the Indenture of
27 Mortgage Dated March 11, 2004 (ii) November 29, 2017 and (iii) August 6, 2018, each as supplemented
28 or amended and (b) Deutsche Bank National Trust Company, in its capacity as Indenture Trustee under

the Indentures dated as of (i) September 1, 2008 and (ii) April 1, 2010. Not only are these Satisfied Claims essentially duplicative of each respective indenture trustee's claims, they also have been satisfied pursuant to the Plan.

6. Based on AlixPartners' review of the Reorganized Debtors' books and records and my team's consultations with the Reorganized Debtors' personnel, each of the Satisfied Claims identified on **Exhibit 1** to each Omnibus Objection has been satisfied prior to or over the course of the Chapter 11 Cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this fifth day of November, 2020, in Dallas, Texas.

/s/ Robb McWilliams
Robb McWilliams